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ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

19672B

May 30, 1996

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Partial Release of Railcar Lien, dated as of May 10, 1996, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to Memorandum of Order, previously filed with the Commission under Recordation Number 19672.

The names and addresses of the parties to the enclosed document are:

Secured Party: Union Pacific Railroad Company
1416 Dodge Street
Omaha, Nebraska 68179

A description of the railroad equipment covered by the enclosed document is:

Thirty-five (35) railcars bearing TMCX reporting marks and road numbers as set forth on Appendix A attached to the Partial Release.

MAY 31 11 55 AM '96
SURFACE TRANSPORTATION BOARD
RECORDATION

Counterpart - Elms & Lester

Mr. Vernon A. Williams
May 30, 1996
Page 2

Also enclosed is a check in the amount of \$21.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

19676-1 B

MAY 3 1996 10 PM

PARTIAL RELEASE OF RAILCAR LIEN

KNOW ALL MEN BY THESE PRESENTS THAT:

WHEREAS, UNION PACIFIC RAILROAD COMPANY, a Utah corporation (the "Railroad"), has heretofore obtained an Order dated September 7, 1995 from the United States District Court for the Northern District of Illinois ("Order") in Union Pacific Railroad Company vs. TEMCO Leasing Company, Case No. 94 C 6225; and

WHEREAS, the Railroad duly filed and recorded a Memorandum of Order (the "Memorandum of Order") with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on October 19, 1995 under recordation number 19672; and

WHEREAS, TEMCO Leasing Company ("TEMCO") has requested that the Railroad release from its judgement lien, certain property subject to the Memorandum of Order hereinafter particularly described.

NOW, THEREFORE, the Railroad, for and in consideration of Ten Dollars (\$10.00) and other good and valuable consideration, receipt whereof is hereby acknowledged, does hereby RELEASE, REMISE, CONVEY AND QUIT CLAIM unto TEMCO, its successors and assigns, all of the right, title, lien, interest, claim or demand whatsoever which the Railroad has or may have acquired under, through or by virtue of the Memorandum of Order in and to the property described in Appendix A hereto.

THIS INSTRUMENT is executed upon the express condition that nothing herein contained shall be construed to release from the lien of the Memorandum of Order, or to impair said lien upon any property subject thereto, except the property hereinabove specifically described.

IN WITNESS WHEREOF, the Railroad has caused this instrument to be duly executed and delivered by its duly authorized officers as of this 10 day of May, 1996.

UNION PACIFIC RAILROAD COMPANY

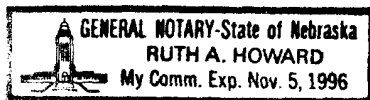
By: James V. Dolan

Its: _____

STATE OF NEBRASKA)
) SS.
COUNTY OF OMAHA)

On this 10th day of May, 1996, before me, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named J. V. Baker to me a Vice President of Union Pacific Railroad Company, a Utah corporation, and duly authorized by authority of the board of directors or the by-laws of said corporation in his capacity as such officer to execute and acknowledge the foregoing instrument for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 10th day of May, 1996.



Ruth A. Howard

Notary Public

My Commission Expires:

11/5/96

APPENDIX A

Thirty-five (35) railcars bearing the following road numbers:

TMCX 1001
TMCX 17952
TMCX 22906
TMCX 22910
TMCX 22911
TMCX 22912
TMCX 22913
TMCX 22915
TMCX 22916
TMCX 22917
TMCX 22918
TMCX 22919
TMCX 22920
TMCX 22921
TMCX 23007
TMCX 23170
TMCX 23188
TMCX 24321
TMCX 29000
TMCX 29002
TMCX 29003
TMCX 29004
TMCX 29005
TMCX 29006
TMCX 29007
TMCX 29008
TMCX 29009
TMCX 29010
TMCX 29011
TMCX 29012
TMCX 29013
TMCX 29014
TMCX 29015
TMCX 29016
TMCX 34369